

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re

FIELDWOOD ENERGY LLC, *et al.*¹

Chapter 11

Case No. 20-33948 (MI)

(Jointly Administered)

SUPPLEMENTAL DECLARATION OF MICHAEL D. WARNER, ESQ. IN SUPPORT
OF THE APPLICATION FOR APPROVAL OF THE EMPLOYMENT OF
COLE SCHOTZ P.C. AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS, EFFECTIVE AUGUST 20, 2020

(Related Docket No. 374)

I, Michael D. Warner, pursuant to 28 U.S.C. § 1746, to the best of my knowledge and belief, and after reasonable inquiry, declare as follows:

1. I am a Member of the law firm of Cole Schotz P.C. ("Cole Schotz"), which maintains offices for the practice of law at 301 Commerce Street, Suite 1700, Fort Worth, Texas 76102, with other offices in New Jersey, New York, Delaware, Maryland, Florida and Dallas, Texas. I am the lead attorney from Cole Schotz with respect to its proposed retention to the Official Committee of Unsecured Creditors (the "Committee") in the above-referenced jointly administered bankruptcy cases of Fieldwood Energy, LLC, *et al.* (the "Debtors"). I am a member in good standing of the bars of the States of Texas and California.

2. I submit this supplemental declaration (this "Supplemental Declaration") in support of the *Application for the Approval of the Employment of Cole Schotz P.C. as Co-Counsel*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Energy LLC (6778); Fieldwood Energy Inc. (4991); Fieldwood Energy Offshore LLC (4494); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); FW GOM Pipeline, Inc. (8440); GOM Shelf LLC (8107); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422). The Debtors' primary mailing address is 2000 W. Sam Houston Parkway S., Suite 1200, Houston, TX 77042.

to the *Official Committee of Unsecured Creditors, Effective as of August 20, 2020* [Docket No. 374] (the “**Application**”). As of the date of this Supplemental Declaration, the Application remains pending. All facts set forth herein are based upon my personal knowledge of Cole Schotz’s practices and Cole Schotz’s proposed representation of the Committee.

Background

3. On August 3 and 4, 2020 (the “**Petition Date**”), the Debtors each filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the “**Bankruptcy Court**”).

4. On August 18, 2020, the Office of the United States Trustee filed that certain *Notice of Appointment of Committee of Unsecured Creditors* [Docket No. 183], appointing the Committee.

5. On August 19, 2020, the Committee held a meeting and, among other things, selected Stroock & Stroock & Lavan LLP as lead counsel, subject to Court approval. The following day, August 20, 2020, the Committee selected Conway Mackenzie, LLC as the Committee’s financial advisor and Cole Schotz to serve as co-counsel to the Committee in these cases, both subject to Court approval.

6. On September 18, 2020, the Committee filed the Application. In support of the Application, the Committee filed, *inter alia*, the *Declaration of Michael D. Warner, Esq. in Support of the Application for Approval of the Employment of Cole Schotz P.C. as Co-Counsel to the Official Committee of Unsecured Creditors* (the “**Original Declaration**”), which was attached as Exhibit B to the Application.

7. Thereafter, on October 5, 2020, the Debtors filed the *Notice of Filing of Potential Parties in Interest List* [Docket No. 407] (the “**Supplemental Parties List**”), which contained the

names of additional potential parties in interest, which are separately identified in **EXHIBIT 1** hereto (the “**Additional Parties**”), whose names were not available to Cole Schotz when Cole Schotz submitted the Application to the Bankruptcy Court.

No Further Disclosure

8. As I stated in the Original Declaration, Cole Schotz has continued to search its electronic database during the pendency of these chapter 11 cases for connections to potential parties in interest. Consistent with this statement, Cole Schotz promptly searched, pursuant to the procedures set forth in in the Original Declaration and the Application, for connections to the Additional Parties following the Debtors’ filing of the Supplemental Parties List.

9. While Cole Schotz has no connections to the Additional Parties which require disclosure, I submit, on behalf of Cole Schotz, this Supplemental Declaration out of an abundance of caution.

10. Based on the conflicts search conducted to date and described in the Original Declaration and herein, and by making general and, when applicable, specific inquiries of Cole Schotz personnel, insofar as I have been able to ascertain after diligent inquiry, Cole Schotz (i) does not represent any entity having an adverse interest in connection with these Chapter 11 cases and (ii) does not represent or hold an interest adverse to the interest of the Debtors or their estates with respect to the matters on which Cole Schotz is to be employed. Moreover, and except as may be disclosed in the Original Declaration, Cole Schotz is disinterested within the meaning of section 101(14) of the Bankruptcy Code, in that neither I, Cole Schotz, nor any of its members, counsel or associates:

- a. are creditors, equity security holders or insiders of the Debtors;

- b. are or were within two years before the Petition Date, a director, officer or employee of the Debtors; or
- c. have an interest materially adverse to the interest of the estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with or interest in the Debtors or for any other reason.

11. Finally, Cole Schotz will continue to review its files periodically during the pendency of these Chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Cole Schotz will continue to use reasonable efforts to identify such further developments and will promptly file an appropriate disclosure, as required by Bankruptcy Rule 2014(a).

I hereby declare under the penalty of perjury that the foregoing is true and correct.

Executed on October 13, 2020

/s/ Michael D. Warner
Michael D. Warner

EXHIBIT 1

Official Committee of Unsecured Creditors (Members and Professionals)

Stroock & Stroock & Lavan LLP
Cole Schotz P.C.
Conway MacKenzie
Oceaneering International, Inc.
Subsea 7 US LLC
TETRA Technologies. Inc.
Workstrings International, L.L.C.
Halliburton Energy Services, Inc.

Ordinary Course Professionals

Alston & Bird LLP
Barker, Donelson, Bearman, Caldwell, Berkowit & Taft LLP
Cadwalader, Wickersham
Davis Graham & Stubbs LLP
Deloitte Tax LLP
Donato, Minx, Brown & Pool, P.C.
Edwards & Floom LP
Floom Energy Law PLLC
Imagenet Consulting LLC
Kilmer Crosby & Walker PLLC
Loyens & Loeff
Miller & Chevalier Chartered
Mobius Risk Group, LLC
Post & Schell PC
Simpson Thacher & Bartlett LLP
Squire Patton Boggs (US) LLP
Stancil & Co.
Stonebridge Consulting, LLC
Thompson & Knight LLP
Vistra Management Services
Yetter Coleman LLP

Notice of Appearance Party/Interested Party

CNOOC Petroleum Offshore U.S.A. Inc.
ExxonMobil Corporation
Florida Gas Transmission Company, LLC
Galveston County
Intracoastal Liquid Mud, Inc.
Manta Ray Offshore Gathering Company, L.L.C.
Martin Energy Services LLC
Nautilus Pipeline Company, L.L.C.
Oceaneering International Inc.
Oil States Energy Services, LLC
Plains Gas Solutions
Samson Contour Energy E & P, LLC

Samson Offshore Mapleleaf, LLC
Sea Robin Pipeline Company, LLC
Stingray Pipeline Company, LLC
Trunkline Gas Company, LLC
XTO Energy, Inc.